UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	-
	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
	v	· · · · · ·

AFFIDAVIT OF SERVICE

I, Joudeleen C. Frans, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On February 1, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by method set forth on the Master Service List attached hereto as **Exhibit A**:

 Restructuring Subcommittee's Response to the Objection of the Official Committee of Unsecured Creditors to the Sale of Substantially All of the Debtors' Assets to ESL Investments, Inc. [Docket No. 2320]

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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- Declaration of Alan J. Carr in Support of Restructuring Subcommittee's Response to the Objection of the Official Committee of Unsecured Creditors to the Sale of Substantially All of the Debtors' Assets to ESL Investments, Inc. [Docket No. 2321]
- Debtors' Omnibus Reply in Support of the Going Concern Sale Transaction [Docket No. 2328]
- Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief [Docket No. 2332]
- Declaration of Brandon Aebersold [Docket No. 2335]
- Declaration of Mohsin Y. Meghji [Docket No. 2336]
- Declaration of Robert A. Riecker [Docket No. 2339]
- Declaration of William L. Transier [Docket No. 2341]
- Declaration of Sunny Singh in Support of the Going Concern Sale Transaction [Docket No. 2344]
- Notice of Filing Initial Assigned Agreements in Connection with Global Sale Transaction [Docket No. 2349]
- Notice of Adjournment of Meeting of Creditors [Docket No. 2369]

On February 1, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via Overnight Mail on the Counterparties Service List attached hereto as **Exhibit B**:

- Debtors' Omnibus Reply in Support of the Going Concern Sale Transaction [Docket No. 2328]
- Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief [Docket No. 2332]
- Declaration of Brandon Aebersold [Docket No. 2335]
- Declaration of Mohsin Y. Meghji [Docket No. 2336]

- Declaration of Robert A. Riecker [Docket No. 2339]
- Declaration of William L. Transier [Docket No. 2341]
- Declaration of Michael Welch [Docket No. 2342] (the "Declaration of Michael Welch")
- Declaration of Sunny Singh in Support of the Going Concern Sale Transaction [Docket No. 2344]
- Notice of Filing Initial Assigned Agreements in Connection with Global Sale Transaction [Docket No. 2349]

On February 1, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via Email on the Email Counterparties Service List attached hereto as **Exhibit C**:

- Debtors' Omnibus Reply in Support of the Going Concern Sale Transaction [Docket No. 2328]
- Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief [Docket No. 2332]
- Declaration of Brandon Aebersold [Docket No. 2335]
- Declaration of Mohsin Y. Meghji [Docket No. 2336]
- Declaration of Robert A. Riecker [Docket No. 2339]
- Declaration of William L. Transier [Docket No. 2341]
- Declaration of Sunny Singh in Support of the Going Concern Sale Transaction [Docket No. 2344]
- Notice of Filing Initial Assigned Agreements in Connection with Global Sale Transaction [Docket No. 2349]

On February 1, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Declaration of Michael Welch to be the method set forth on the Hard Copy Master Service List attached hereto as **Exhibit D**.

On February 1, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served (1) via Email on the De Minimis Notice Parties Service List attached hereto as **Exhibit E**; (2) via Overnight Mail on Red Lobster Hospitality LLC, Attn: General Counsel, P.O. Box 6508, Red Lobster, Orlando, FL, 32802; and (3) via Overnight Mail on the Office of The US Trustee Region 2, Attn: Paul Schwartzberg and Richard Morrissey, 201 Varick Street, Ste. 1006, New York, NY 10014.

 Notice of *De Minimis* Asset Sale for Sears Store # 1310 (Elyria, OH) and Kmart Store # 9676 (Streetsboro, OH) [Docket No. 2360]

On February 6, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Declaration of Michael Welch to be served via Email on the Email Master Service List attached hereto as **Exhibit F**.

Dated: February 7, 2019

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on February 7, 2019, by Joudeleen C. Frans, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: (6

ROBERT J. RUBEL JR.
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50070782
My Commission Expires 10/25/2022

Joudeleen C. Frans

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Exhibit A

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Courser to Harisae Co. Etd., Kirl Properties, Inc., Aleri ELC, Alcolo Ellinted Partiership, Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC;		Attn: Stanley B. Tarr, Evan J. Zucker		
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Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall		Attn: Richard T. Davis		
the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba	'	5577 Youngstown-Warren Rd.		
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Exhibit B

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Algert Co Inc Taiwan	Redacted						
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LANDS END BUSINESS OUTFITTERS	VICE PRESIDENT	6 LANDS' END LANE		DODGEVILLE	WI	53595	
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Exhibit C

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Company	CKR LAW LLP/KOLEY JESSEN PC, LLO	EDWARD L. SCHNITZER/BRIAN KOENING	eschnitzer@ckrlaw.com; brian.koening@koleyjessen.com

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Exhibit D

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	bot international radinon Eta.	Nowied Hong Rong		THIS Class Wall
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Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC		One Liberty Plaza	rmukhi@cgsh.com	
and JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	New York NY 10006	jkpark@cgsh.com	First Class Mail
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		Atta, Michalla C. Marona For		
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Certificates, Series 2007-AHL2, Mortgage Pass-Through Certificates	Gordon, LLP	Bay Shore NY 11706		First Class Mail
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Hard Copy Master Service List Served as set forth below

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		Attn: Lily Wang		
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		100 F Street, NE	secbankruptcy@sec.gov	
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		Brookfield Place		
	Securities & Exchange Commission – NY	200 Vesey Street, Suite 400		
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Notes, and the SRAC Medium Term Notes	Company	New York NY 10286		First Class Mail
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("PBGC")	(PBGC)	Washington DC 20005-4026	efile@pbgc.gov	First Class Mail
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Exhibit E

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Exhibit E

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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

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Exhibit F

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